

**Presentment Date and Time: May 31, 2013 at 12:00 p.m. (ET)**  
**Objection Deadline: May 24, 2013 at 4:00 p.m. (ET)**

MORRISON & FOERSTER LLP

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Gary S. Lee

Lorenzo Marinuzzi

Jordan A. Wishnew

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No.: 12-12020 (MG)
RESIDENTIAL CAPITAL LLC, <u>et al.</u> ,	)	Chapter 11
Debtors.	)	Jointly Administered
	)	

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**NOTICE OF PRESENTMENT OF DEBTORS' APPLICATION  
UNDER SECTION 327(e) OF THE BANKRUPTCY CODE, BANKRUPTCY  
RULE 2014(a), AND LOCAL RULE 2014-1 FOR AUTHORIZATION TO  
EMPLOY AND RETAIN PERKINS COIE LLP AS SPECIAL INSURANCE  
COVERAGE COUNSEL TO THE DEBTORS, NUNC PRO TUNC TO MARCH 20, 2013**

**PLEASE TAKE NOTICE** that the undersigned will present the attached *Debtors'*

*Application Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local*

*Rule 2014-1 for Authorization to Employ and Retain Perkins Coie LLP as Special Insurance*

*Coverage Counsel to the Debtors, Nunc Pro Tunc to March 20, 2013* (the “Application”), to the

Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court

for the Southern District of New York (the “Bankruptcy Court”), Alexander Hamilton Custom

House, One Bowling Green, New York, New York 10004, Room 501, for signature on **May 31,**

**2013 at 12:00 p.m. (Prevailing Eastern Time).**

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Application must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **May 24, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Esq. and Lorenzo Marinuzzi, Esq.); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attention: Tracy Hope Davis, Esq., Brian S. Masumoto, Esq. & Michael Driscoll, Esq.); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr. , Esq.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. & Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri, Esq.); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention: Ken Ziman, Esq. & Jonathan H. Hofer, Esq.); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein, Esq. & Greg Horowitz, Esq.); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco, Esq. & Adam Lesman, Esq.); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA

90071 (Attention: Thomas Walper, Esq. and Seth Goldman, Esq.); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director); and (m) Perkins Coie LLP, 700 13<sup>th</sup> Street NW, Suite 600, Washington, DC 20005 (Attention: Selena J. Linde, Esq. & Aaron Coombs, Esq.).

**PLEASE TAKE FURTHER NOTICE** that, if no objections to the Application are timely filed, served and received in accordance with this Notice, the Court may enter the Order without further notice or hearing.

Dated: May 17, 2013  
New York, New York

Respectfully submitted,

/s/ Gary S. Lee  
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Lorenzo Marinuzzi  
Jordan A. Wishnew  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No.: 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	

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**DEBTORS' APPLICATION UNDER SECTION 327(e) OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a), AND LOCAL  
RULE 2014-1 FOR AUTHORIZATION TO EMPLOY AND RETAIN  
PERKINS COIE LLP AS SPECIAL INSURANCE COVERAGE COUNSEL  
TO THE DEBTORS, NUNC PRO TUNC TO MARCH 20, 2013**

TO THE HONORABLE MARTIN GLENN,  
UNITED STATES BANKRUPTCY JUDGE:

The debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”)<sup>1</sup> hereby move for entry of an order, under 11 U.S.C. § 327(e), Rule 2014(a) of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), and Local Rule 2014-1 of the Local Rules for the Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), authorizing the Debtors to employ and retain Perkins Coie LLP (“**Perkins Coie**”) as

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<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Whitlinger Affidavit (defined below).

Special Insurance Coverage Counsel to the Debtors (the “**Application**”), *nunc pro tunc* to March 20, 2013.<sup>2</sup> In support of the Application, the Debtors respectfully represent as follows:

### **JURISDICTION**

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are Bankruptcy Code Section 327(e), Bankruptcy Rule 2014(a) and Local Rule 2014-1.

### **BACKGROUND**

#### **A. Proceedings**

2. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

3. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine-member official committee of unsecured creditors (the “**Creditors’ Committee**”).

4. The Debtors were a leading residential real estate finance company indirectly owned by Ally Financial Inc. (“**AFI**”), which is not a Debtor. The Debtors and their non-debtor

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<sup>2</sup> *Nunc pro tunc* retention is requested here because Perkins Coie was asked to commence work immediately. Because of the extent of parties involved in this case, it took several weeks to complete the connections check, evaluate the results, coordinate with Debtors’ counsel, obtain signoff by the Creditors’ Committee, and discuss the terms of the retention with the Office of the United States Trustee.

affiliates operated the fifth largest mortgage servicing business and the tenth largest mortgage origination business in the United States. A more detailed description of the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 6] (the “**Whitlinger Affidavit**”).

5. On July 17, 2012, the Court entered the Order Under Bankruptcy Code Sections 105(a), 327, and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date [Docket No. 799] (the “**OCP Order**”).

6. The OCP Order authorized the Debtors’ retention of Perkins Coie, among others (each, an “**OCP**”), in the ordinary course of business *nunc pro tunc* to the Petition Date, subject to each OCP’s compliance with the OCP Procedures (as defined and outlined in the OCP Order). *See OCP Order, ¶ 2.*

7. On September 10, 2012, pursuant to paragraph 3(b) of the OCP Order, Perkins Coie filed its Affidavit of Disinterestedness sworn to by Frederick B. Rivera, a partner of Perkins Coie, along with the accompanying Retention Questionnaire [Docket No. 1387] (the “**Affidavit of Disinterestedness**”). Because no objections to the retention of Perkins Coie were filed, the retention of Perkins Coie as an OCP was deemed approved as of the Petition Date.

8. The scope of services originally to be provided by Perkins Coie were limited to “defending consumer protection claims related to residential mortgages and pursu[ing] title insurance coverage.” *See Affidavit of Disinterestedness – Retention Questionnaire.* These

services were consistent with the scope of services Perkins Coie provided to the Debtors prepetition, and the estimated monthly compensation to Perkins Coie was \$1,000.<sup>2</sup>

**B. The Debtors' Insurance Coverage Issues**

9. The Debtors are insured under various directors & officers liability, professional liability (errors & omissions), and fiduciary liability insurance policies issued to AFI and its predecessors (the "**Policies**").

10. Prior to and after the Petition Date, AFI handled all aspects of the Policies on the Debtors' behalf, including procurement of the Policies, reporting claims to the various insurance companies that sold the Policies (including claims against the Debtors), correspondence with the various insurance companies, and other risk management functions.

11. Certain of the Debtors and their respective directors and officers have been named as defendants in lawsuits arising from both the Debtors' issuance and sale of mortgage-backed securities, and certain Debtors have also been named in class-action lawsuits pertaining to the Debtors' acquisition of residential loans in 2001-2003. The Debtors have certain indemnification obligations to their directors, officers and employees that cover losses and defense costs associated with claims arising out of acts or omissions committed in good faith while acting as an officer, director or employee. The Debtors also have been the subject of several governmental investigations. The Policies cover the years in issue, and the Debtors are of the view that coverage thereunder is available.

12. Before the Petition Date, the Debtors had not managed claims under the Policies. The Debtors have not previously retained professional insurance coverage counsel to advise them as to their rights and/or obligations under the Policies or to examine the potential value to

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<sup>2</sup> With the exception of one invoice for \$6,379 (dated 12/12/2012), Perkins Coie's monthly invoices have all been below the \$1,000 estimate.

the Debtors of the available coverage under the Policies. The Debtors only recently received copies of some of the Policies from AFI, as well as copies of limited correspondence between AFI and the insurance companies.

13. Promptly upon discovery of the Debtors' potential rights under the Policies, the Debtors sought to retain experienced insurance coverage counsel to advise and represent the Debtors with respect to their interests under the Policies, as well as any additional insurance policies under which the Debtors may have an interest that may be discovered upon further investigation.

14. After reviewing the issues involved, the Debtors selected Perkins Coie to represent them in connection with insurance coverage issues.

#### **RELIEF REQUESTED**

15. By this Application, the Debtors seek entry of an order, substantially in the form attached hereto as Exhibit 1, under section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, for authorization to employ and retain Perkins Coie as Special Insurance Coverage Counsel to the Debtors, *nunc pro tunc* to March 20, 2013. Perkins Coie will coordinate with Morrison & Foerster LLP ("Morrison & Foerster") such that the services provided by both Perkins Coie and Morrison & Foerster are complimentary of each other and not duplicative.

16. This Application is supported by the Declaration of Selena J. Linde in Support of the Debtors' Application Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1 For Authorization to Employ and Retain Perkins Coie LLP as Special Insurance Coverage Counsel to the Debtors, *Nunc Pro Tunc* to March 20, 2013 (the "Linde Declaration"), attached hereto as Exhibit 2.

**APPLICABLE AUTHORITY**

17. A debtor in possession can hire an attorney either for general assistance in administering the estate or as “special counsel” for a limited purpose. *See In re AroChem Corp.*, 176 F.3d 610, 622 (2d Cir. 1999); 11 U.S.C. § 327(e). Subsection (e) of section 327 states, in pertinent part, that:

The trustee, with the court’s approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

18. Accordingly, section 327(e) of the Bankruptcy Code authorizes the retention of counsel who previously represented a debtor, provided that: (a) the appointment is in the best interest of the debtor’s estate; (b) counsel does not hold an interest adverse to the estate with respect to the matter for which counsel is to be employed; and (c) the specified special purpose for which counsel is being retained does not rise to the level of conducting the bankruptcy case for the debtor in possession. *See AroChem*, 176 F.3d at 622 (noting that “where the interest of the special counsel and the interest of the estate are identical *with respect to the matter for which special counsel is retained*, there is no conflict and the representation can stand”) (emphasis in original). As explained more fully below, the Debtors submit that each of these factors is satisfied with respect to Perkins Coie, and therefore, Perkins Coie’s retention should be approved under section 327(e) of the Bankruptcy Code.

**RETENTION OF PERKINS COIE IS WARRANTED**

**A. Scope of Services to Be Provided by Perkins Coie**

19. The Debtors seek to retain Perkins Coie as Special Insurance Coverage Counsel because of the firm's familiarity with and knowledge of the legal matters with respect to which Perkins Coie will be engaged. Perkins Coie currently represents GMAC Mortgage, LLC, one of the Debtors in these cases, in connection with the defense of consumer protection claims related to residential mortgages and pursuit of title insurance coverage with respect to individual residential mortgage (the "**OCP Services**"). Pursuant to the OCP Order, the retention of Perkins Coie in this role was approved effective as of the Petition Date and Perkins Coie has been performing OCP Services since the inception of these Chapter 11 cases.<sup>3</sup>

20. In light of the insurance coverage issues described above, the Debtors now seek to expand the scope of Perkins Coie's engagement to include the investigation, analysis, and recovery of insurance coverage proceeds under any directors & officers liability, management liability, professional (errors & omissions) liability, fiduciary liability insurance policies, or any other applicable policies under which the Debtors were insured (collectively, the "**Insurance Matters**"). Such recovery may involve negotiation with, and if necessary litigation against, insurance companies that provided liability insurance to the Debtors and/or the parties who procured such insurance on the Debtors' behalf, including parent company AFI.

**B. The Appointment of Perkins Coie as Special Insurance Coverage Counsel is in the Best Interests of the Estates**

21. The Debtors selected Perkins Coie to represent their interests in recovering substantial and potentially valuable assets for the estate because of the professional reputations

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<sup>3</sup> Management and oversight of the OCP Services performed by Perkins Coie has now been transitioned from GMAC Mortgage LLC to Ocwen Loan Servicing, LLC ("**Ocwen**") pursuant to the asset sale approved by this Court's Order [Docket No. 2246]. As a result, Perkins Coie will no longer be submitting requests for payment under the OCP (other than outstanding time which was incurred prior to the sale to Ocwen, if any).

of Perkins Coie's insurance coverage attorneys and their well-regarded representation of policyholders. The Perkins Coie insurance coverage team consists of nationally-ranked policyholder attorneys with significant experience handling similar types of insurance coverage disputes for both debtor and non-debtor entities.

22. The Debtors believe that the retention of Perkins Coie as special insurance coverage counsel is in the best interests of the estate in maximizing the value of insurance assets (or proceeds thereof) that may be available to the estate.

**C. Perkins Coie Does Not Hold an Adverse Interest to the Debtors' Estates with Respect to the Special Insurance Coverage Counsel Matters**

23. To the best of the Debtors' knowledge, and except as set forth in the Linde Declaration:

(a) Neither Perkins Coie nor any attorney at Perkins Coie holds or represents an interest adverse to the Debtors' estates with respect to the Insurance Matters.

(b) Neither Perkins Coie nor any attorney at Perkins Coie is or was a creditor or an insider of the Debtors, except that (i) Perkins Coie previously rendered legal services to the Debtors for which it has been compensated pursuant to and in accordance with the terms of the OCP Order and (ii) prior to the Petition Date, Perkins Coie, as further disclosed in the Affidavit of Disinterestedness, was owed prepetition fees of less than \$1,000, which amount was waived by Perkins Coie.

(c) Neither Perkins Coie nor any attorney at Perkins Coie is or was, within two years before the Petition Date, a director, officer, or employee of the Debtors.

(d) Perkins Coie does not have an interest materially adverse to the interest of the

estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason with respect to the Insurance Matters.

(e) No attorney at Perkins Coie is related to any U.S. District Judge or U.S. Bankruptcy Judge for the Southern District of New York or to the U.S. Trustee for such district or to any known employee in the office thereof.

24. In conjunction with the preparation of this Application, Morrison & Foerster provided Perkins Coie a master list of interested parties (the “**Interested Parties**”) used for conflict check purposes by professionals in these cases. To determine Perkins Coie’s “connections” to the parties listed in Schedule 1 to the Linde Declaration, Perkins Coie personnel reviewed Perkins Coie’s client database to determine whether Perkins Coie had any present or former client relationships with the parties listed in Schedule 1, in the last three years. To the extent that this review indicated that Perkins Coie has represented, or currently represents, any of these entities, the identities of these parties and connection to Perkins Coie are as described herein and/or set forth in Schedule 2 to the Linde Declaration.

25. Perkins Coie currently represents, or in the last three years has represented, clients whose interests are, or were, adverse to parties listed on Schedule 1 in matters wholly unrelated to the Chapter 11 cases. The identities of these parties and their connection to Perkins Coie are set forth on Schedule 3 to the Linde Declaration.

26. For the avoidance of doubt, Perkins Coie is no longer adverse to Residential Funding Company, LLC, listed in the “Formerly Adverse” category on Schedule 3. Perkins Coie does not believe such former adversity presents any issue with respect to its retention under Section 327(e).

27. Perkins Coie also represented Nationstar Mortgage LLC (“**Nationstar**”) as the master servicer in the private placement of residential mortgage backed securities (“**RMBS**”) in which Residential Funding Company, LLC was one of the servicers of the mortgage loans for such RMBS. Perkins Coie’s representation of Nationstar with respect to the transaction began in September 2012 and was concluded by December 1, 2012. As of the date hereof, no future representation of Nationstar as master servicer is expected to occur with respect to this RMBS transaction. This transactional representation was unrelated to the OCP Services Perkins Coie was performing for Debtor GMAC Mortgage LLC or to the Insurance Matters.

28. Perkins Coie’s representation of Nationstar in matters unrelated to these Chapter 11 cases commenced in June 2012. Since June 2012, Perkins Coie has represented and currently represents Nationstar in various transactional matters that primarily involve the purchase of mortgage servicing rights for newly originated mortgage loans that are being sold or securitized through Fannie Mae, Freddie Mac and Ginnie Mae mortgage-backed securities programs. None of these prior or current transactional matters are related in any way to the Debtors or the Chapter 11 cases.

29. To determine if there is or was any connection between Perkins Coie and the claims filed by Nationstar in these Chapter 11 cases, Perkins Coie, in conjunction with the Debtors, has reviewed each of the proofs of claim filed by Nationstar.<sup>3</sup> As an initial matter, Perkins Coie did not prepare or consult with Nationstar in connection with its claims in these Chapter 11 cases, nor has Perkins Coie been engaged to prosecute such claims. Perkins Coie did not represent Nationstar or any of the parties in the transactions which give rise to the Nationstar claims. Further, Perkins Coie is not currently representing and has not previously represented

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<sup>3</sup> With the approval of the Debtors, Perkins Coie, as an estate-retained professional, reviewed the Nationstar proofs of claim on a confidential basis for the sole purpose of determining if there was a connection between the work that

Nationstar in any litigation, controversy or claims matters with respect to its role as a master servicer or mortgage servicer or any of its other mortgage banking activities or business operations.

30. Moreover, out of an abundance of caution, Perkins Coie has established an internal “screen” between attorneys working on matters for Nationstar and those working on the Debtors’ cases so that no attorney inadvertently shares any confidential information, even though the representation is unrelated as described above.

31. In view of the foregoing, the Debtors believe that, in satisfaction of section 327(e) of the Bankruptcy Code, Perkins Coie does not represent or hold any interest adverse to the Debtors or the estate with respect to the matter on which Perkins Coie seeks to be employed.

32. Perkins Coie has informed the Debtors that throughout these cases, Perkins Coie will continue to conduct periodic conflicts analyses to determine whether it is performing or has performed services for any significant parties in interest in these cases and that it will promptly update this Application and disclose any material developments regarding the Debtors or any other pertinent relationships that come to Perkins Coie’s attention by way of a supplemental Declaration.

### **COMPENSATION FOR SERVICES TO BE RENDERED IN CONNECTION WITH DEBTORS’ CASES**

#### **A. Compensation Arrangement**

33. The current hourly billing rates for the Perkins Coie professionals that are expected to spend significant time on the Insurance Matters range from \$585 to \$900 for

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Perkins Coie did on behalf of Nationstar and the claims filed by Nationstar in these Chapter 11 cases.

partners, \$285 to \$575 for non-partner attorneys, and \$200 to \$300 for paralegals.<sup>4</sup> In addition to the hourly billing rates set forth herein, Perkins Coie customarily charges its clients for all reimbursable expenses incurred, including photocopying charges, messengers, courier mail, overtime, overtime meals, late night transportation, travel, lodging, meal charges for business meetings, postage, long distance telephone calls, printing, transcripts, filing fees, computer research, and similar items.

34. The Debtors understand that Perkins Coie intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses, and any other applicable procedures and orders of the Court. Perkins Coie has agreed to accept as compensation such sums as may be allowed by the Court and understands that interim and final fee awards are subject to approval by the Court.

35. To the best of the Debtors' knowledge, neither Perkins Coie, nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' Chapter 11 cases, other than as permitted by the Bankruptcy Code. Perkins Coie has not agreed to share compensation received in connection with this case with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among Perkins Coie's partners.

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<sup>4</sup> Such hourly rates are subject to change annually in the regular course of Perkins Coie's business. As set forth in the Linde Declaration, and as required by applicable Bankruptcy Code and Bankruptcy Rules, Perkins Coie will notify the Court, U.S. Trustee, and Creditors' Committee of any increases in its applicable rates, as set forth in paragraph 36 below.

36. Prior to any increases in Perkins Coie's rates, Perkins Coie will file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the United States Trustee and any official committee. The supplemental affidavit will explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether Perkins Coie's client has consented to the rate increase.

**B. Perkins Coie's Retention as Special Insurance Coverage Counsel Should Be Effective *Nunc Pro Tunc* to March 20, 2013**

37. The Debtors request that Perkins Coie's retention as special insurance coverage counsel be made effective *nunc pro tunc* to March 20, 2013. Due to the time sensitive nature of the work for which Perkins Coie was retained, the Debtors requested that the firm begin work immediately and Perkins Coie was unable to await entry of an order approving the retention before commencing work. The Debtors submit that the highly complex and extraordinary circumstances of these Chapter 11 cases warrant retroactive approval, particularly since Perkins Coie has provided necessary services to the Debtors and such services are valuable to the Debtors' estates and parties in interest. *See In re Old Carco, LLC f/k/a Chrysler LLC, et al.*, Case No. 09-50002 (Bankr. S.D.N.Y. July 16, 2009) (order approving retention of Freshfields Bruckhaus Deringer LLP as special counsel *nunc pro tunc* to April 30, 2009); *In re Hasset, Ltd.*, 283 B.R. 376, 379 (Bankr. E.D.N.Y. 2002) (approving *nunc pro tunc* retention application and noting that retroactive retentions have been permitted where the attorney performs services of "value" to the estate).

**NOTICE**

38. The Debtors have provided notice of this Motion in accordance with the Case Management Procedures Order, approved by this Court on May 23, 2012 [Docket No. 141].

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court: (i) enter an order substantially in the form attached hereto as Exhibit 1 granting the relief requested in the Application, and (ii) grant such other and further relief to the Debtors as the Court may deem just and proper.

Dated: May 17, 2013

RESIDENTIAL CAPITAL, LLC,  
on behalf of itself and each of its Debtor  
subsidiaries

By: /s/ Tammy Hamzehpour  
Name: Tammy Hamzehpour  
Title: Chief Business Officer

**EXHIBIT 1**

**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No.: 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	

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**ORDER UNDER SECTION 327(e) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULE 2014(a), AND LOCAL RULE 2014-1  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
PERKINS COIE LLP AS SPECIAL INSURANCE COVERAGE  
COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* TO MARCH 20, 2013**

Upon the application (the “**Application**”)<sup>5</sup> of the Debtors for entry of an order, under Bankruptcy Code section 327(e), Bankruptcy Rule 2014(a) and Local Rule 2014-1, authorizing, but not directing, the Debtors to employ and retain Perkins Coie as Special Insurance Coverage Counsel (“**Special Counsel**”) to the Debtors, *nunc pro tunc* to March 20, 2013, all as more fully described in the Application; and upon consideration of the Linde Declaration; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue in these Chapter 11 cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this proceeding on the Application is a core proceeding pursuant to 28 U.S.C. § 157(b); and sufficient notice of the Application having been given under the circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Application is in

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<sup>5</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

the best interests of the Debtors' estates, their creditors and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED as set forth herein.

2. In accordance with section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, the Debtors are authorized to employ and retain Perkins Coie as Special Counsel to the Debtors on the terms set forth in the Application and the Linde Declaration.

3. As Special Counsel to the Debtors, Perkins Coie is authorized to provide the following services in connection with the Debtors' cases: (i) investigate, analyze and recover insurance coverage proceeds under any directors & officers liability, management liability, professional (errors & omissions) liability, fiduciary liability insurance policies, or any other applicable policies under which the Debtors were insured; (ii) negotiate with and, if necessary, litigate against, insurance companies that provided liability insurance to the Debtors and/or the parties who procured such insurance on the Debtors behalf, including AFI; and (iii) any other related work as requested by the Debtors insofar as it relates to (i) or (ii). Perkins Coie shall remain authorized to continue to provide any previously approved OCP Services to Debtors.

4. Perkins Coie shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 cases.

5. Perkins Coie will coordinate with Morrison & Foerster to create and utilize task codes assigned by Morrison & Foerster for the matters which Perkins Coie

will be handling in an effort to assist the Court and other parties in interest in monitoring any duplication of efforts.

6. If the Debtors request that Perkins Coie provide additional advice on matters substantially associated with the subject matter of Perkins Coie's retention but not specifically enumerated herein, in the Application or in the Linde Declaration, Perkins Coie shall advise the U.S. Trustee and the Creditors' Committee to the extent possible of such additional matters, recognizing that such professional must protect attorney-client and other privileges.

7. Such other services as may be requested by the Debtors and agreed to by Perkins Coie shall be subject to separate approval by Court order.

8. Perkins Coie shall apply for compensation and reimbursement of expenses incurred in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Rules as may then be applicable from time to time, the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses, and any additional procedures that may be established by order of this Court. For the avoidance of doubt, Perkins Coie is authorized to seek compensation and reimbursement of expenses incurred in connection with the OCP Services in fee applications submitted to this Court for approval.

9. Prior to any increases in Perkins Coie's rates, as set forth in paragraph 36 of the Application, Perkins Coie shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the U.S. Trustee and any official committee. The supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state

whether Perkins Coie's client has consented to the rate increase. The U.S. Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

10. The Debtors are authorized, empowered and directed to take all actions necessary to implement the relief granted pursuant to this Order.

11. To the extent there may be any inconsistency between the terms of the Application, the Linde Declaration and this Order, the terms of this Order shall govern.

12. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

13. This Court shall retain jurisdiction with respect to all matters relating to  
the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2013  
New York, New York

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 2**

**DECLARATION OF SELENA J. LINDE**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No.: 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL LLC, <u>et al.</u> ,	)	Chapter No. 11
	)	
Debtors.	)	Jointly Administered
	)	

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**DECLARATION OF SELENA J. LINDE**

Pursuant to Sections 327 and 329 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and 28 U.S.C. § 1746, Selena J. Linde declares:

1. I am an attorney at law admitted and in good standing to practice in the State of Maryland and the District of Columbia.

2. I am a partner at the law firm of Perkins Coie LLP (“Perkins Coie” or “the Firm”) and am duly authorized to make this Declaration on behalf of Perkins Coie. I submit this Declaration in support of the Application (the “Application”) filed by Residential Capital, LLC, et al. (the “Debtors”) seeking authorization to employ Perkins Coie as special counsel to the Debtors with respect to the Insurance Matters as defined and described in greater detail below and in the Application, and to provide disclosures required under Bankruptcy Rules 2014(a) and 2016(b).

3. Facts set forth in this Declaration are based upon information from, and discussions I, or other Perkins Coie personnel reporting to me, have had with the personnel at the Firm with administrative responsibilities for conflicts checking. We have reviewed (as described below) parties from the list attached as Schedule 1 that was provided to Perkins Coie by Morrison & Foerster LLP, the Debtors’ general bankruptcy counsel, on March 26, 2013 (the

“Connections Checklist”), setting forth certain of the creditors and other parties in interest of the Debtors in their Chapter 11 cases. This review was performed by the persons within Perkins Coie with administrative responsibility for maintaining records of our representations, and their work was reviewed by me, as well as by Jennifer Dremousis, Esq., the Firm’s Risk Manager and an attorney in the Firm’s Professional Standards Department.

4. If I were called upon to testify, I could and would testify competently to the facts set forth herein based *inter alia* upon the aforesaid review and input. I am authorized to submit this Declaration on behalf of Perkins Coie.

**SERVICES TO BE PERFORMED BY PERKINS COIE**

5. The Debtors seek to retain Perkins Coie as special counsel pursuant to section 327(e) of the Bankruptcy Code, *nunc pro tunc* to March 20, 2013, to investigate, analyze, and seek to recover insurance coverage proceeds under any directors & officers liability, management liability, professional (errors & omissions) liability, fiduciary liability, and any other applicable insurance policies under which the Debtors were insured (the “Insurance Matters”). Such services may involve negotiation with, and if necessary litigation against, insurance companies that provided such liability insurance to the Debtors and/or the parties who procured such insurance on the Debtors behalf, including parent company Ally Financial, Inc. (“AFI”).

6. In light of the above, Perkins Coie is well qualified to represent the Debtors in the Insurance Matters, and Perkins Coie’s retention would be in the best interest of the Debtors’ estates, their creditors, and other parties in interest.

7. Morrison & Foerster is currently representing the Debtors in connection with the financial restructuring of the Debtors and bankruptcy-specific issues. Because Perkins Coie is

not serving as the Debtors' bankruptcy counsel, it is our position that Perkins Coie has not rendered "services . . . in contemplation of, or in connection within the case" within the meaning of section 329(a) of the Bankruptcy Code. Perkins Coie's post-petition work will be comprised of representing the Debtors in connection with the Insurance Matters and any similar matters that may arise during the pendency of the bankruptcy cases. These matters do not involve representing the Debtors in their bankruptcy cases.

8. Accordingly, the services rendered and functions to be performed by Perkins Coie will not be duplicative of any bankruptcy-related work performed by Morrison & Foerster or any other law firms retained by the Debtors. As a result of the foregoing, Perkins Coie is qualified to represent the Debtors as special counsel pursuant to section 327(e) of the Bankruptcy Code.

**PERKINS COIE'S "CONNECTIONS" TO THE CASES**

9. Section 327(e) of the Bankruptcy Code provides that the Debtors "may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estates, and if such attorney does not represent or hold any interest adverse to the debtor or to the estates with respect to the matter on which such attorney is to be employed." 11 U.S.C. § 327(e).

10. As discussed above, Perkins Coie's proposed retention as special counsel is for the Insurance Matters and any similar or related matters that may arise during the pendency of the bankruptcy cases. Because of the limited nature of Perkins Coie's proposed retention, after consultation with the Debtors' bankruptcy counsel, and in light of the requirements of section 327(e), Perkins Coie has reviewed the parties listed on the Connections Checklist for any "connections" (as provided in Bankruptcy Rule 2014(a)). Perkins Coie has not identified its

connections with any parties who may have an interest in the bankruptcy estates that are not included on the Connections Checklist.

11. To determine Perkins Coie's "connections" to the parties listed in Schedule 1 (the "Potential Parties in Interest"), Perkins Coie personnel reviewed our client database to determine whether Perkins Coie had any present or former client relationships with the Potential Parties in Interest in Schedule 1 in the last three years. To the extent that this review indicated that Perkins Coie has represented, or currently represents, any of these entities, the identities of these parties and connection to Perkins Coie are as described herein and/or set forth in Schedule 2. None of the fees from any of those parties represented more than one percent (1%) of Perkins Coie's fee receipts for the past twenty-four months.

12. Perkins Coie currently represents, or in the last three years has represented, clients whose interests are, or were, adverse to the Potential Parties in Interest in matters wholly unrelated to the Chapter 11 cases. The identities of these parties and their connection to Perkins Coie are set forth on Schedule 3.

13. For the avoidance of doubt, Perkins Coie is no longer adverse to Residential Funding Company, LLC, listed in the "Formerly Adverse" category on Schedule 3. Perkins Coie does not believe such former adversity presents any issue with respect to its retention under Section 327(e).

14. Perkins Coie also represented Nationstar Mortgage LLC ("Nationstar") as the master servicer in the private placement of residential mortgage backed securities ("RMBS") in which Residential Funding Company, LLC was one of the servicers of the mortgage loans for such RMBS. Perkins Coie's representation of Nationstar with respect to the transaction began in September 2012 and was concluded by December 1, 2012. As of the date hereof, no future

representation of Nationstar as master servicer is expected to occur with respect to this RMBS transaction. This transactional representation was unrelated to the OCP Services Perkins Coie was performing for Debtor GMAC Mortgage LLC or to the Insurance Matters.

15. Perkins Coie's representation of Nationstar in matters unrelated to these Chapter 11 cases commenced in June 2012. Since June 2012, Perkins Coie has represented and currently represents Nationstar in various transactional matters that primarily involve the purchase of mortgage servicing rights for newly originated mortgage loans that are being sold or securitized through Fannie Mae, Freddie Mac and Ginnie Mae mortgage-backed securities programs. None of these prior or current transactional matters are related in any way to the Debtors or the Chapter 11 cases.

16. To determine if there is or was any connection between Perkins Coie and the claims filed by Nationstar in these Chapter 11 cases, Perkins Coie, in conjunction with the Debtors, has reviewed each of the proofs of claim filed by Nationstar. As an initial matter, Perkins Coie did not prepare or consult with Nationstar in connection with its claims in these Chapter 11 cases, nor has Perkins Coie been engaged to prosecute such claims. Perkins Coie did not represent Nationstar or any of the parties in the transactions which give rise to the Nationstar claims. Further, Perkins Coie is not currently representing and has not previously represented Nationstar in any litigation, controversy or claims matters with respect to its role as a master servicer or mortgage servicer or any of its other mortgage banking activities or business operations.

17. Moreover, out of an abundance of caution, Perkins Coie has established an internal "screen" between attorneys working on matters for Nationstar and those working on the

Debtors' cases so that no attorney inadvertently shares any confidential information, even though the representation is unrelated as described above.

18. Perkins Coie is currently adverse to Ally Bank and Ally Financial Inc. ("Ally Financial") in matters wholly unrelated to these cases as noted on Schedule 3. Perkins Coie does not believe such adversity presents any issue with respect to its retention under Section 327(e).

19. To the best of my knowledge, insofar as we have been able to ascertain after reasonable inquiry (based on the review described above), Perkins Coie has no connection with the parties listed in Schedule 1 hereto, except as set forth herein and in Schedule 2 and Schedule 3 hereto, and Perkins Coie does not represent or hold any interest adverse to the Debtors or the Debtors' estates with respect to the Insurance Matters.

20. Insofar as I have been able to ascertain, neither I, Perkins Coie, nor any partner, associate or other counsel while associated with Perkins Coie, has in the past two years represented any Potential Party in Interest, except as set forth herein.

21. I do not believe that there is any connection or interest (as such terms are used in section 101(14)(C) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between Perkins Coie and the United States Trustee or any person presently employed by the Office of the United States Trustee.

22. In addition, as part of its practice, Perkins Coie appears in cases, proceedings, and transactions involving many different attorneys, co-counsel, accountants, financial consultants and investment bankers, some of which now or may in the future represent claimants and parties in interest in these cases. Perkins Coie has not and will not represent any such entities in relation to the Debtors and these cases nor have any relationship with any such entities that would be adverse to the Debtors or their estates in the matters upon which Perkins Coie is to be employed.

23. Neither Perkins Coie nor any attorney or employee at Perkins Coie is or was a creditor, an equity holder, or an insider of the Debtor, except that (i) the Firm previously rendered legal services to the Debtors for which it regularly submitted applications for compensation pursuant to and in accordance with the Order Under Bankruptcy Code Sections 105(a), 327, and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business Nunc Pro Tunc to the Petition Date [Docket No. 799] entered in this case and (ii) prior to the Petition Date, Perkins Coie was owed prepetition fees of less than \$1,000, which amount was waived by Perkins Coie.

24. Neither Perkins Coie nor any attorney or employee at the Firm is or was, within two years before the Petition Date, a director, officer or employee of the Debtors.

25. Perkins Coie does not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, or connection with, the Debtors, or for any other reason.

26. No attorney at Perkins Coie is related to any U.S. District Judge or U.S. Bankruptcy Judge for the Southern District of New York or to the United States Trustee for such district or to any known employee in the office thereof.

27. Despite the efforts described above to identify and disclose connections with the parties listed in Schedule 1 hereto, Perkins Coie is unable to state with certainty that every client connection of Perkins Coie has been disclosed. In this regard, if Perkins Coie discovers additional information that requires disclosure, Perkins Coie will file supplemental disclosures with the Court.

**SECURITIES OWNERSHIP AND COMMERCIAL RELATIONSHIPS**

28. We have undertaken reasonable efforts to ascertain whether individual attorneys and employees at Perkins Coie received services or have business relationships with the Debtors and their subsidiaries. A number of attorneys and other Perkins Coie employees have reported having mortgages and/or other loans that were issued or serviced by the Debtors.

29. We have not undertaken any effort to ascertain or report whether individual attorneys or employees at Perkins Coie received services or have a business relationship with all of the parties listed in Schedule 1 hereto. Various individual attorneys or employees at Perkins Coie have or may have such business relationships, including accounts or loans from Ally Financial. Attorneys or employees at Perkins Coie may also have relatives or spouses who are members of professional firms involved in these cases or employed by parties listed in Schedule 1 hereto.

**FEES AND ENGAGEMENT**

30. Perkins Coie proposes to charge the Debtors its standard hourly rates for the services to be performed herein. Perkins Coie's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are subject to periodic adjustment to reflect economic and other conditions and are consistent with the rates charged elsewhere.<sup>1</sup>

31. In particular, Perkins Coie's hourly rates for the professionals expected to spend a significant amount of time on the Insurance Matters range as follows:

- (a) \$585 to \$900 per hour for partners;

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<sup>1</sup> Perkins Coie will file with the Court and serve upon the U.S. Trustee and the Creditors' Committee notice of any changes to its hourly billing rates for attorneys or other personnel performing services for the Debtors.

- (b) \$285 to \$575 per hour for non-partner attorneys; and
- (c) \$200 to \$300 per hour for paralegals.

32. In addition to the hourly billing rates set forth above, Perkins Coie customarily charges its clients for all reimbursable expenses incurred, including photocopying charges, messengers, courier mail, overtime, overtime meals, late night transportation, travel, lodging, meal charges for business meetings, long distance telephone charges, postage, printing, transcripts, filing fees, computer research, and similar items. I believe that Perkins Coie's billing rates, and the terms and conditions of Perkins Coie's employment, are reasonable.

33. Perkins Coie intends to apply for compensation for professional services rendered in connection with the Insurance Matters and any similar matters that may arise during the pendency of the cases, subject to Court approval and in compliance with the applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual and necessary expenses and other charges incurred by Perkins Coie. The name of each attorney and paralegal working on matters for the Debtors and the billing rate of each such individual will be reflected in the periodic fee applications filed by or on behalf of Perkins Coie.

34. Perkins Coie will maintain contemporaneous records of time expended and out-of-pocket expenses incurred in connection with providing services to the Debtors and to endeavor to submit fee applications to this Court for compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses, and any additional procedures that may be established by the Court in this Chapter 11 case. Perkins Coie understands that interim and final

fee awards are subject to approval by this Court, and Perkins Coie has agreed to accept as compensation such sums as may be allowed by this Court.

35. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I nor Perkins Coie, nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' Chapter 11 cases, other than as permitted by the Bankruptcy Code. Perkins Coie has not agreed to share compensation received in connection with these cases with any other person or entity, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among Perkins Coie's partners.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: May 16, 2013  
Washington, DC

/s/ Selena J. Linde

---

Selena J. Linde, Esq.  
Perkins Coie LLP  
700 13th St. NW, Suite 600  
Washington, DC 20005  
Telephone (202) 654-6200  
Facsimile (202) 654-9952  
SLinde@perkinscoie.com

**SCHEDULE 1**

**RESIDENTIAL CAPITAL, LLC ET AL.**  
**Case No. 12-12020 (MG)**

**MASTER CONFLICT LIST**

**Debtors and Subsidiaries**

ditech, LLC  
DOA Holding Properties, LLC  
DOA Properties IX (Lots-Other), LLC  
EPRE LLC  
Equity Investment I, LLC  
ETS of Virginia, Inc.  
ETS of Washington, Inc.  
Executive Trustee Services LLC  
GMAC – RFC Holding Company, LLC  
GMAC Model Home Finance I, LLC  
GMAC Mortgage USA Corporation  
GMAC Mortgage, LLC  
GMAC Residential Holding Company, LLC  
GMAC RH Settlement Service, LLC  
GMACM Borrower LLC  
GMACM REO LLC  
GMACR Mortgage Products, LLC  
HFN REO SUB II, LLC  
Home Connects Lending Services, LLC  
Homecomings Financial Real Estate Holdings, LLC  
Homecomings Financial, LLC  
Ladue Associates, Inc.  
Passive Asset Transactions, LLC  
PATI A, LLC  
PATI B, LLC  
PATI Real Estate Holdings, LLC  
RAHI A, LLC  
RAHI B, LLC  
RAHI Real Estate Holdings, LLC  
RCSFJV2004, LLC  
Residential Accredit Loans, Inc.  
Residential Asset Mortgage Products, Inc.  
Residential Asset Securities Corporation  
Residential Capital, LLC  
Residential Consumer Services of Alabama, LLC  
Residential Consumer Services of Ohio, LLC  
Residential Consumer Services of Texas, LLC  
Residential Consumer Services, LLC  
Residential Funding Company, LLC  
Residential Funding Mortgage Exchange, LLC  
Residential Funding Mortgage Securities I, Inc.  
Residential Funding Mortgage Securities II, Inc.  
Residential Funding Real Estate Holdings, LLC  
Residential Mortgage Real Estate Holdings, LLC  
RFC – GSAP Servicer Advance, LLC  
RFC Asset Holdings II, LLC  
RFC Asset Management, LLC  
RFC Borrower LLC  
RFC Construction Funding, LLC  
RFC REO LLC  
RFC SFJV-2002, LLC

**Foreign Subsidiaries**

Canada Mortgage Acceptance Corporation  
Foreign Obligation Exchange, Inc. 2003-H12  
Foreign Obligation Exchange, Inc. 2003-H14  
Foreign Obligation Exchange, Inc. 2004-H11  
Foreign Obligation Export, Inc.  
GMAC Financiera S.A. de C.V. Sociedad Financiera de Objeto Multiple  
GMAC Residential Funding of Canada Limited  
GMAC-RFC (No. 2) Limited  
GMAC-RFC Auritec, S.A.  
GMAC-RFC Direct Limited  
GMAC-RFC Espana Hipotecas SL  
GMAC-RFC Europe Limited  
GMAC-RFC Holdings Limited  
GMAC-RFC Property Finance Limited  
High Street Home Loans Limited  
MCA Finance Limited  
National Guarantee plc  
Private Label Group Limited  
Private Label Mortgage Services Limited

**Officers and Directors**

Abreu, Steven M.  
Aretakis, James  
Dondzila, Catherine M.  
Fleming, Patrick  
Hamzehpour, Tammy  
Harney, Anthony J.  
Hills, Garry  
Horner, Jill M.  
III, Edward F. Smith,  
Ilany, Jonathan  
Mack, John E.  
Marano, Thomas  
Meyer, Darsi  
Nees, Louis A.  
Pensabene, Joseph A.  
Riddle, Mindy  
Strauss, Thomas M.  
Tyson, William N.  
West, Pamela E.  
Whitlinger, James  
Wilkinson, Winston Carlos

**Parties to Funding Agreements**

Ally Financial Inc (f/k/a GMAC Inc.)  
Barclays Bank PLC  
Citibank, N.A.  
Wells Fargo Bank, N.A.  
BMMZ Holdings LLC

US Bank National Association  
Deutsche Bank Trust Company Americas

**Bondholders**

AllianceBernstein Advisors  
American Enterprise Investment Services Inc.  
Appaloosa Management L.P.  
Bank of New York Mellon, (The)/Barclays Capital - London  
Bank of Nova Scotia/CDS  
BARC/FIXED  
Barclays Capital Inc. /LE  
Berkshire Hathaway Inc.  
BlackRock Global Investors  
Charles Schwab & Co., Inc.  
CITIBK/GRP  
Citigroup Global Markets Inc.  
Citigroup Global Markets Inc. /Salomon Brothers  
Credit Suisse Securities (USA) LLC  
David Lerner Associates, Inc.  
Deutsche Bank Securities, Inc.  
E\*Trade Clearing LLC  
Edward D. Jones & Co.  
First Clearing, LLC  
First Southwest Company  
Goldman Sachs International  
Goldman, Sachs & Co.  
Interactive Brokers Retail Equity Clearing  
J.P. Morgan Clearing Corp.  
J.P. Morgan Securities LLC  
Janney Montgomery Scott Inc.  
Loomis Sayles & Company  
LPL Financial Corporation  
Merrill Lynch Safekeeping  
Morgan Stanley & Co. LLC  
Morgan Stanley Smith Barney LLC  
National Financial Services LLC  
Oppenheimer & Co. Inc.  
OptionXpress, Inc  
P. Schoenfeld Asset Management  
Paulson & Co. Inc.  
Penson Financial Services, Inc./Ridge.  
Pershing LLC  
Pentwater Capital Management  
Putnam Investment Management  
Raymond, James & Associates, Inc.  
RBC Capital Markets, LLC  
Scottrade, Inc.  
Security Investors LLC  
Silver Point Capital, L.P.  
Stifel, Nicolaus & Company Incorporated  
Taconic Capital Advisors, L.P.  
TD Ameritrade Clearing, Inc.  
Timber Hill LLC  
UBS Financial Services LLC  
UBS Securities LLC  
Vanguard Marketing Corporation  
Western Asset Management Company

**Landlords and Tenants**

2155 Northpark Lane LLC  
2255 Partners, L.P. c/o M. David Paul Development LLC  
Avenel Realty Company d / b / a Avenel at Montgomery Square  
Brandywine Cityplace LP  
BREOF Convergence LP c/o Brookfield Real Estate Opportunity Fund  
Business Suites (Texas) LTD  
Center Township of Marion County  
Del Amo Financial Center, LP  
DRA CLP Esplanade LP c/o Colonial Properties Services Ltd Partnership  
Euclid Plaza Associates, LLC  
GBM Properties, LLC  
Homeowners Alliance  
Liberty Property Limited Partnership  
National Default Servicing, LLC  
New Towne Center Inc.  
PBC San Jose, LLC  
PBC Walnut Creek, LLC  
Realty World - Graham/Grubbs and Associates  
Regus Management Group LLC  
Teachers Insurance and Annuity Association of America c/o Northmarq RES  
The Irvine Company LLC  
The Office Annex, Inc.  
Veridian Credit Union f/k/a John Deere Community Credit Union  
W.E.G., Jr., Inc. d / b / a Highland-March Beverly Suites

**Parties to Litigation**

Acacia Life Insurance Company  
Allstate Bank (f/k/a Allstate Federal Savings Bank)  
Allstate Insurance Company  
Allstate Life Insurance Company  
Allstate Life Insurance Company of New York, Allstate Retirement Plan  
Allstate New Jersey Insurance Company  
American Heritage Life Insurance Company  
Ameritas Life Insurance Corp.  
Assured Guaranty Municipal Corp.  
Boilermaker Blacksmith National Pension Trust  
Brown County, Ohio  
Cambridge Place Investment Management Inc.  
Church-Dellinger, Victoria Jean  
Columbus Life Insurance Company  
Deutsche Zentral-genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York Branch  
DG Holding Trust  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Home Loan Mortgage Corporation  
Federal Housing Finance Agency  
Financial Guaranty Insurance Company  
First Colonial Insurance Company  
Fort Washington Active Fixed Income LLC

Fort Washington Investment Advisors, Inc.  
HSH Nordbank AG  
HSH Nordbank AG, Luxembourg Branch  
HSH Nordbank AG, New York Branch  
HSH Nordbank Securities S.A.  
Huntington Bancshares Inc.  
IKB Deutsche Industriebank AG  
IKB International S.A. (in Liquidation)  
Integrity Life Insurance Company  
Kennett Capital, Inc.  
Kral, Kenneth L.  
Laster, Marteal  
Massachusetts Mutual Life Insurance Company  
MBIA Insurance Corporation  
Mitchell, Ruth  
Mitchell, Steven  
National Credit Union Administration Board  
National Integrity Life Insurance Company  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Rio Debt Holdings (Ireland) Limited  
Sall, Mohammed A.  
Sealink Funding Ltd.  
State of Ohio  
Stichting Pensioenfonds ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
The Western and Southern Life Insurance Company  
Thrivent Balanced Fund  
Thrivent Balanced Portfolio  
Thrivent Bond Index Portfolio  
Thrivent Core Bond Fund  
Thrivent Financial Defined Benefits Plan Trust  
Thrivent Financial for Lutherans  
Thrivent Income Fund  
Thrivent Limited Maturity Bond Fund  
Thrivent Limited Maturity Bond Portfolio  
U.S. Central Federal Credit Union  
West Virginia Investment Management Board  
Western Corporate Federal Credit Union  
Western-Southern Life Assurance Company

**U.S. Trustee's Office (Region 2 Trial Attorneys)**  
Davis, Tracy Hope  
Driscoll, Michael  
Gasparini, Elisabetta  
Golden, Susan  
Khodorovsky, Nazar  
Masumoto, Brian S.  
Morrissey, Richard C.  
Nakano, Serene  
Riffkin, Linda A.  
Schwartz, Andrea B.  
Schwartzberg, Paul K.  
Velez-Rivera, Andy  
Zipes, Greg M.

**Bankruptcy Judges (New York)**  
Bernstein, Stuart M.  
Chapman, Shelley C.

Drain, Robert  
Gerber, Robert E.  
Glenn, Martin  
Gropper, Allan L.  
Lane, Sean H.  
Lifland, Burton R.  
Morris, Cecelia G.  
Peck, James M.

**District Court Judges (New York)**

Baer, Harold  
Batts, Deborah A.  
Berman, Richard M.  
Briccetti, Vincent L.  
Buchwald, Naomi Reice  
Carter, Andrew L.  
Castel, P. Kevin  
Cedarbaum, Miriam Goldman  
Cote, Denise L.  
Crotty, Paul A.  
Daniels, George B.  
Duffy, Kevin T.  
Engelmayer, Paul A.  
Forrest, Katherine B.  
Gardepe, Paul G.  
Griesa, Thomas P.  
Haight, Charles S.  
Hellerstein, Alvin K.  
Jones, Barbara S.  
Kaplan, Lewis A.  
Karas, Kenneth M.  
Koeltl, John G.  
Marrero, Victor  
McKenna, Lawrence M.  
McMahon, Colleen  
Nathan, Alison J.  
Oetken, J. Paul  
Owen, Richard  
Patterson, Robert P.  
Pauley, William H.  
Preska, Loretta A.  
Rakoff, Jed S.  
Ramos, Edgardo  
Sand, Leonard B.  
Scheindlin, Shira A.  
Seibel, Cathy  
Stanton, Louis L.  
Stein, Sidney H.  
Sullivan, Richard J.  
Swain, Laura Taylor  
Sweet, Robert W.  
Wood, Kimba M.

**Depositing Banks**

Ally Bank  
Bank of America, N.A.  
Bank of New York Mellon  
Citibank, N.A.  
Deutsche Bank Trust Company Americas  
JPMorgan Chase Bank, N.A.

M&T Bank  
State Street Bank and Trust Company  
U.S. Bank National Association  
Wachovia Bank, National Association

The Bank of New York Mellon  
Treasury Bank, N.A.  
Us Bank, N.A.  
Wachovia Bank Na  
Wells Fargo Bank, N.A.

**Consultants & Professionals**

AlixPartners  
Analytic Focus, LLC  
Barclays Bank PLC  
Bradley Arant Boult Cummings LLC  
Carpenter Lipps & Leland LLP  
Centerview Partners LLC  
Chadbourne & Parke LLP  
Coherent Economics LLC  
Curtis, Mallet-Prevost, Colt & Mosle LLP  
Deloitte & Touche  
Dorsey & Whitney LLP  
Epiq Bankruptcy Solutions, LLC  
Evercore  
Fortace LLC  
Fortress Investment Group, LLC  
FTI Consulting, Inc.  
Gonzalez, Arthur J.  
Hudson Cook LLP  
J.F. Morrow  
Kirkland & Ellis LLP  
KPMG LLP  
Kramer Levin Naftalis & Frankel LLP  
Kurtzman Carson Consultants LLC  
Locke Lord LLP  
Mayer Brown LLP  
Mesirow Financial Consulting, LLC  
Mercer (US) Inc.  
Moelis & Company LLC  
Morrison & Cohen LLP  
Morrison & Foerster LLP  
Nationstar Mortgage, LLC  
Orrick, Herrington & Sutcliffe LLP  
Pachulski Stang Ziehl & Jones LLP  
Pepper Hamilton LLP  
PricewaterhouseCoopers  
Rubenstein Associates, Inc.  
San Marino Business Partners LLC  
Severson & Werson PC  
Sidley Austin LLP  
SilvermanAcompora LLP  
Skadden, Arps, Slate, Meagher & Flom LLP  
Towers Watson Delaware Inc.  
Wilmer Cutler Pickering Hale & Dorr LLP  
Wolf Haldenstein Adler Freeman & Herz LLP

**Servicing Counterparties**

**Government Entities and GSEs**  
Federal Home Loan Mortgage Corporation (Freddie Mac)  
Federal Housing Administration (FHA)  
Federal National Mortgage Association (Fannie Mae)  
Government National Mortgage Association (Ginnie Mae)

**Housing and Local Agencies**

California Housing Finance Agency  
CitiMortgage, Inc., as administrator for Texas  
Veterans Land Board  
Connecticut Housing Finance Authority  
Delaware Housing Authority  
Hawaii Housing (Hula Mae)  
Housing Opportunities Commission of Montgomery County, Maryland  
Mississippi Home Corporation  
Neighborhood Housing Services of America and Philadelphia N.H.S.  
Oregon Housing and Community Services Department  
Redevelopment Authority of the County of Berks  
Rural Housing  
The Housing and Redevelopment Authority in and for the City of Minneapolis  
The Industrial Commission of North Dakota

**Mortgage and Monoline Insurers**

The ACE Group  
Ambac  
Assured Guaranty Corp.  
Cuna Mutual Group Mortgage Insurance Company  
FGIC  
Financial Security Assurance Inc  
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)  
General Electric Mortgage Insurance Corporation  
Genworth Mortgage Insurance Corporation  
MBIA  
Mortgage Guaranty Insurance Corp.  
PMI Mortgage Insurance Co.  
Radian Asset Assurance Inc.  
Radian Guaranty Inc.  
Republic Mortgage Insurance Company  
Triad Guaranty Insurance Corporation  
United Guaranty Residential Insurance Company

**Trustees**

Bank One, National Association  
BNY Midwest Trust Company

**HELOC Investors**

5th 3rd bank  
Aurora Loan Services LLC  
Bank One, Texas N.A.  
Deutsche Bank National Trust Co.  
Everbank  
JP Morgan Chase  
Macquarie Mortgages USA Inc  
Suntrust

Chase Bank of Texas, N.A.  
Citibank, N.A.  
Deutsche Bank National Trust Company  
Deutsche Bank Trust Company Americas  
HSBC Bank USA, National Association  
JPMorgan Chase Bank, N.A.  
LaSalle Bank National Association  
Security Pacific National Company  
The Bank of New York Mellon  
U.S. Bank National Association  
US National Association  
Wells Fargo Bank Minnesota, N.A.  
Wells Fargo Bank, National Association  
Wilmington Trust Company

**Other Counterparties to Servicing Agreements**

50 BY 50, LLC  
ABN AMRO Mortgage Croup, Inc.  
Access National Mortgage Corporation  
Ace Home Equity Loan Trust, Series 2007-SL3  
ACE Securities Corp.  
ACT Mortgage Capital  
Advantage Bank  
Aegis Mortgage Corporation  
Aegon USA Realty Advisors  
Alliance Bancorp  
Alliance Securities Corp.  
Ally Bank  
Ally Financial Inc.  
Ally Investment Management LLC  
Alternative Finance Corporation  
Amalgamated Bank of New York  
American Equity Mortgage, Inc.  
American Home Mortgage  
American Home Mortgage Acceptance, Inc.  
American Home Mortgage Investment Trust 2005-2  
American Home Mortgage Investment Trust 2005-4A  
American Home Mortgage Investment Trust 2006-2  
American Home Mortgage Investment Trust 2007-A  
American Home Mortgage Servicing, Inc.  
American Home Mortgage Trust 2004-4  
American Home Mortgage Trust 2005-1  
American Home Mortgage Trust 2005-2  
American Home Mortgage Trust 2005-4A  
American Residential Equities XXVII, LLC  
American Residential Equities, LLC  
Ameriquest Mortgage Company  
Andover Bank  
Arbor Commercial Mortgage, LLC  
Asset Management Holding of South Florida, LLC  
Assured Guaranty Municipal Corp  
Atlantic Financial Federal  
Audobon Savings Bank  
Aurora Loan Services Inc.  
Aurora Loan Services LLC  
Banc of America Funding 2005-3 Trust  
Banc of America Funding 2005-8 Trust  
Banc of America Funding 2006-1 Trust

Banc of America Funding 2006-4 Trust  
Banc of America Funding Corporation  
Banc of America Mortgage Capital Corporation  
Bancap  
Banco Mortgage Company  
Banco Popular North America  
Bank of America, National Association  
Bank of Hawaii  
Bank One, Texas, N.A.  
Bank Rhode Island  
Bank United, FSB  
Bankatlantic, A Federal Savings Bank  
Bankers Saving  
Bankers Trust Company  
Banknorth Mortgage  
Bay Atlantic Federal Credit Union  
Bay Financial Savings Bank, FSB  
Bayrock Mortgage Corporation  
Bayview Acquisitions, LLC  
Bayview Financial Asset Trust  
Bayview Financial Property Trust  
Bayview Financial Securities Company, LLC  
Bayview Financial Trading Group, L.P.  
Bayview Financial, L.P.  
Bear Stearns Asset Backed Securities I, LLC  
Bear Stearns Mortgage Capital Corporation  
Bear Stearns Second Lien Trust 2007-1  
Bear Stearns Second Lien Trust 2007-SV1  
Bell Federal Savings and Loan Association  
BellaVista Funding Corporation  
Belvedere Trust Finance Corporation  
Bluebonnet Savings Bank FSB  
BMMZ Holdings LLC  
Broadway Federal Bank, FSB  
Brothers Bank, FSB  
Butte Savings and Loan Association  
Caliber Funding, LLC  
California Banking Association  
California Federal Bank, FSB  
California Public Employees' Retirement System  
Cambridge Place Collateral Management LLC  
Canada Mortgage Acceptance Corporation  
Capital Crossing Bank  
Capitol Federal Savings and Loan Association  
Capstead Mortgage Corporation  
CDC Mortgage Capital Inc. (Natixis)  
Cenfed Bank, a Federal Savings Bank  
Cenlar FSB  
CenterState Bank of Florida, N.A.  
Central Bank of Jefferson County, Inc.  
Century Bank, FSB  
CFX Bank  
Charter One Bank, FSB  
Charter One Bank, N.A.  
Chase Manhattan Mortgage Corporation  
Chemical Mortgage Company  
Citi Financial Mortgage Co., Inc  
Citibank (West), FSB  
Citigroup Global Markets Realty Corp.  
Citigroup Mortgage Loan Trust Inc.

CitiMortgage, Inc.	Financial Asset Securities Corp.
Citizens Bank of Connecticut	First Bank Incorporated
Citizens Bank of Massachusetts	First Bank, Inc.
Citizens Bank of New Hampshire	First Cap Holdings, Inc.
Citizens Bank of Pennsylvania	First Citizens Bank and Trust Company
Citizens Bank, N.A.	First Citizens Mortgage Company
Citizens Federal Bank, FSB	First Community Bank N.A.
Clayton Fixed Income Services Inc.	First Federal of Michigan
Clayton National, Inc.	First Federal Savings and Loan Association of Storm Lake
CMC Investment Partnership	First Guaranty Mortgage Corporation
Coastal Banc Capital Corporation	First Horizon Home Loan Corporation
Coastal Banc SSB	First Indiana Bank
Coastal States Mortgage Corporation	First Internet Bank of Indiana
Collective Federal Savings Bank	First Massachusetts Bank, N.A.
Colonial Mortgage Service Company	First National Bank and Trust Company
Comerica Bank	First National Bank of Arizona
Community Lending, Incorporated	First National Bank of El Dorado
Communityone Bank, N.A.	First Nationwide Mortgage Corporation
ComUnity Lending, Incorporated	First NLC
Copperfield	First Rate Capital Corporation
Core, Cap Inc.	First Savings Mortgage Corporation
Corona Asset Management III, LLC	First Tennessee Bank National Association
Countrywide Bank, N.A.	First Tennessee Capital Assets Corporation
Countrywide Home Loans Servicing, LP	First Trust Savings Bank
Countrywide Home Loans, Inc.	First Union National Bank
Credit Suisse First Boston Mortgage Securities Corp.	First-Citizens Bank & Trust Company
CSX	Firstrust Bank
CTCE Federal Credit Union	Fleet National Bank
CTX Mortgage Company, LLC	Flex Point Funding Corporation
DB Structured Products, Inc.	Flick Mortgage Investors, Inc.
Deutsche Alt-A Securities, Inc.	FNBA
Deutsche Bank AG New York Branch	Fortress Credit Corp.
Deutsche Mortgage Securities, Inc.	FPA Corporation
DLJ Mortgage Acceptance Corp.	Franklin Bank, SSB
DLJ Mortgage Capital, Inc.	Franklin Credit
Dollar Bank, FSB	Franklin Credit Management Corporation
Drawbridge Consumer Funding Ltd	Gateway Credit Union
Dynex Securities Corporation	Gateway Funding Diversified Mortgage Services, LP
E*Trade Bank	GE Capital Consumer Card Co.
E*Trade Mortgage	GE Mortgage Services, LLC
E*Trade Wholesale Lending Corp.	Geneva Mortgage Corporation
EAB Mortgage Company, Inc.	Germantown Savings Bank
EMC Mortgage Corporation	Gibraltar Savings Association
Empire Mortgage X, Inc.	Ginn Financial Services, LLC
Encore Bank and National Association	Goldman Sachs Mortgage Company
Encore Savings Bank	Gonzalo Residential Asset Trust
Erie Savings Bank	Great American First Savings Bank
Eurekabank	Great American Savings Bank
EverBank	Green Planet Servicing, LLC
Fairbanks Capital Corp.	Green Tree Servicing LLC
Fairfax Savings Bank	GreenPoint Mortgage Funding Trust 2005-HE4
Family Bank, FSB	GreenPoint Mortgage Funding Trust 2006-HE1
Family Lending Services, Inc.	GreenPoint Mortgage Funding, Inc.
FBS Mortgage Corporation	Greenwich Capital Acceptance, Inc.
Federal Home Loan Bank of Atlanta	Greenwich Capital Financial Products, Inc.
Federal Trust Bank, FSB	Greenwich Universal Portfolio
Fidelity Federal Bank	GS Mortgage Securities Corp.
Fidelity Savings and Loan	GSAA Home Equity Trust 2005-9
Fifth Third Bank	

GSMPS Mortgage Loan Trust 2005-LT1	Association
GSR Mortgage Loan Trust 2006-AR2	Los Angeles Federal Savings
GSR Trust 2007-HEL1	LPP Mortgage Ltd.
Guardian Savings Bank	Luminent Mortgage Capital, Inc.
Hanover Capital Mortgage Holdings, Inc.	Lydian Private Bank
HarborView Mortgage Loan trust 2004-10	Macquarie Mortgage Funding Trust 2007-1
Healthcare Employees Federal Credit Union	Macquarie Mortgages USA, Inc.
Home Equity Loan Trust 2005-HS2	MAIA Mortgage Finance Statutory Trust
Home Equity Loan Trust 2006-HSA2	Marine Bank
Home Equity Loan Trust 2006-HSA3	Market Street Mortgage Corporation
Home Equity Loan Trust 2006-HSA5	Massachusetts Mutual Life Insurance Co.
Home Equity Loan Trust 2007-HSA1	Matrix Capital Bank
Home Equity Loan Trust 2007-HSA3	MB Financial Bank N.A.
Home Federal Savings & Loan Association of Rome, Ga.	Medway Savings Bank
Home Loan Corporation	Mellon Bank
Home Loan Series 09-2028	Mellon/McMahon Real Estate Advisors Inc.
HomeBanc Mortgage	Merck Sharp & Dohme Federal Credit Union
HomEq Servicing Corporation	Mercury Mortgage Finance Statutory Trust
Horsham Funding Inc.	Meridian Mortgage Corporation
HSI Asset Securitization Corporation	Merrill Lynch Bank & Co.
Hudson & Keyse, LLC	Merrill Lynch Hunton Paige
Hudson City Savings Bank	Merrill Lynch Mortgage Capital Inc.
Huntington Federal Savings & Loan Association	Merrill Lynch Mortgage Holdings, Inc.
Hyperion Capital Group LLC	Merrill Lynch Mortgage Investors, Inc.
IMPAC CMB Trust Series 2005-6	Merrill Lynch Mortgage Lending, Inc.
IMPAC Funding Companies	Metlife Bank, N.A.
IMPAC Funding Corporation	Metrocities Mortgage Corp., LLC
IMPAC Mortgage Holdings, Inc.	Metropolitan Life Insurance Company
IMPAC Secured Assets Corp.	Mid America Bank, FSB
Imperial Credit Industries, Inc.	MidFirst Bank
Independent Bank East Michigan	Midland Financial Savings and Loan Association
IndyMac Bank, FSB (now OneWest Bank, FSB)	Mint I, LLC
IndyMac MBS, Inc.	Mint II, LLC
IndyMac Mortgage Holdings, Inc.	Money Bank Investment Corporation
ING Bank, FSB	Monterey I Holdings
Investment Capital Group	Morgan Stanley Capital I Inc.
Irwin Union Bank and Trust Company	Morgan Stanley Mortgage Capital Inc.
Ixis Real Estate Capital Inc	Morgan Stanley Mortgage Loan Trust 2005-3AR
Jackson Federal Bank	Mortgage Asset Securitization Transactions, Inc.
Just Mortgage, Inc.	Mortgage Asset Securitization Trust
Kaiser Federal Bank	Mortgage Interest Networking Trust II
Keystone Nazareth Bank & Trust Company	Mortgage Investors Corporation
Kidder Peabody Mortgage Capital Corporation	MortgageIT Holdings Inc.
Lacera	MortgageIT Securities Corp.
Lebank	MortgageIT Trust 2005-4
Lehman Brothers Bank, FSB	MortgageIT, Inc
Lehman Brothers Holdings Inc.	MRF 3 LLC
Lehman Capital, a division of Lehman Brothers Holdings Inc.	Mrit Securities Corporation
Liberty Home Lending, Inc.	Mutual Savings & Loan Association of Charlotte, N.C.
Liberty Savings Bank, FSB	Mutual Savings Bank
Linden Assemblers Federal Credit Union	National Bank of Commerce
Litton Loan Servicing, LP	NETBANK
LNV Corporation	Network Funding L.P.
Loan Center of California	Neuwest Equity Partners
Loan Link Financial Services	New Century Mortgage Securities, Inc.
Local #38 and Associates Credit Union	New Cumberland Federal Credit Union
Lomas Mortgage USA, Inc.	New Penn Financial, LLC
Los Angeles County Employees Retirement	New York Life Insurance and Annuity Corporation
	New York Life Insurance Company

Nomura Asset Acceptance Corporation  
Nomura Credit & Capital, Inc.  
Nomura Home Equity Loan, Inc.  
North Jersey Federal Credit Union, Inc.  
Northwest Funding, Inc.  
Northwestern National Bank of Minneapolis  
Norwest Bank Minnesota, National Association  
Norwest Mortgage, Inc.  
Ocwen Federal Bank FSB  
Ocwen Loan Servicing, LLC  
Ohio Savings Bank  
Opteum Financial Services, LLC  
Option One Mortgage Corporation  
Paine Webber Real Estate Securities Inc.  
Parkside Lending, LLC  
Parkvale Savings Bank  
Paul Financial, LLC  
People Savings Bank, Inc., SSB  
Peoples Heritage Savings Bank  
PHH Mortgage  
Philadelphia Federal Credit Union  
Pinnacle Capital Mortgage Corporation  
Pinnacle Financial Corporation  
Plaza Home Mortgage, Inc.  
PMC Bancorp  
PNC Bank, N.A.  
PNC Mortgage Securities Corp.  
Pomona First Federal Bank and Trust  
Principal Asset Markets, Inc.  
Principal Bank  
Principal Mutual Life Insurance Company  
Private Capital Group  
Quaker City Bank  
Quicken Loans Inc.  
RBS Citizens, National Association  
Real Time Resolutions, Inc.  
Real Time Solutions  
Realty Mortgage Corporation  
Redlands Federal Bank, FSB  
Redwood Trust, Inc.  
Reliance Federal Credit Union  
Residential Mortgage Assistance Enterprise, LLC  
Resolution Capital Advisors, LLC  
Ridgewood Savings Bank  
Riggs Bank N.A.  
Rochester Community Savings Bank  
Roosevelt Management Company, LLC  
RWTH Holdings, Inc.  
Ryland Acceptance Corporation Four  
SACO I Trust 2005-GP1  
SACO I Trust 2006-8  
Salomon Brothers Realty Corp.  
Saxon Mortgage Funding Corporation  
Sea Breeze Financial Services, Inc.  
Sebring Capital  
Secured Bankers Mortgage Company  
Security National  
Security Pacific National Bank  
Select Portfolio Servicing Inc.  
Sequoia Funding Trust  
Sequoia Residential Funding, Inc.  
Shearson Lehman Government Securities, Inc.  
Shellpoint Mortgage LLC  
Sierra Pacific Mortgage, Inc  
Silver State Financial Services, Inc.  
Silvergate Bank  
Skyline Financial Corp.  
SMFC Funding Corporation  
SN Servicing Corporation  
SNBOA, LLC  
Southbank  
Southern Pacific Thrift and Loan Association  
SouthStar Funding, LLC  
Southwest Savings and Loan Association  
Sovereign Bank, FSB  
Specialized Loan Servicing LLC  
St. Paul Federal Bank for Savings  
Stanwich Mortgage Acquisition Company, LLC  
Sterling Savings Bank  
Steward Financial, Inc.  
Stonebridge Bank  
Structured Asset Mortgage Investments II Inc.  
Structured Asset Mortgage Investments, Inc.  
Structured Asset Securities Corporation  
Structured Mortgage Investments II Inc.  
Summit Savings & Loan Association  
Suntrust Asset Funding, LLC  
Superior Bank  
Susquehanna Bank  
Syncora Guarantee Inc.  
Taylor, Bean Whitaker  
TCF National Bank  
TCIF, LLC  
TeleBank  
Terwin Advisors LLC  
Terwin Mortgage Trust 2006-6  
Terwin Securitization LLC  
The Canada Trust Company  
The Chase Manhattan Bank  
The First Boston Corporation  
The First National Bank of Glens Falls  
The Frost National Bank  
The Mortgage Store Financial, Inc.  
The New York Mortgage Company, LLC  
The Travelers Indemnity Company  
The Winter Group  
Treasury Bank, N.A.  
Tri Counties Bank  
Tri Country Area Federal Credit Union  
Truman Capital Securitization LLC  
UBS Real Estate Securities Inc.  
UBS Warburg Real Estate Securities Inc.  
UBS Warburg, LLC  
United Capital Mortgage, LLC  
United Federal Savings Bank  
United Financial Mortgage Corporation  
United Savings Association of Texas, FSB  
Unity Bank  
Universal Master Servicing, LLC  
US Bank Home Mortgage

USAA Federal Savings Bank  
Valley Independent Bank  
Vermont Mortgage Group, Inc.  
Wachovia Bank, National Association  
Wachovia Mortgage Corporation  
Walter Mortgage Company  
Washington Mutual Bank  
Washington Mutual Mortgage Securities Corp.  
Webster Bank  
Western Financial Savings Bank, FSB  
WestStar Mortgage, Inc.  
Wilshire Credit Corporation  
Winter Group  
Witmer Funding LLC  
WMCC Clayton / Washington Mutual Bank  
WMD Capital Markets, LLC

**Utilities**

Abovenet Communications Inc.  
AT&T  
AT&T Mobility  
Center Point Energy  
CenturyLink  
Cisco Systems Capital Corporation  
City of Eden Prairie  
Comcast  
Dish Network  
Genesys Conferencing  
Global Capacity Group Inc.  
IEX Corporation  
Inova Solutions  
Intercall  
Intervoice Inc.  
Level 3 Communications LLC  
MediaCom  
Micro-Tel Center  
MidAmerican Energy  
Sprint  
Time Warner Cable  
Time Warner Telecom  
Verizon  
Verizon Business  
Verizon California  
Verizon Wireless  
Waste Management  
Waterloo Water Works  
Xcel Energy

**Consolidated Top 50 Creditors**

Aegis Usa Inc.  
Alan Gardner  
Allstate Insurance  
Ambac Assurance Corp  
Assured Guaranty Corp.  
BNYMellon  
Boilermaker Blacksmith National Pension Trust  
Brian Kessler, et al  
Cambridge Place Investment Management Inc.  
Credstar  
Deutsche Bank AG, New York

Deutsche Bank Trust Company Americas  
Don E. Diane M. Patterson  
Donna Moore  
Emortgage Logic  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Housing Finance Agency  
Financial Guaranty Insurance Co.  
Huntington Bancshares Inc.  
Indecomm Global Services  
Iowa Public Employees Retirement System  
Lehman Brothers Holdings, Inc.  
Loan Value Group  
Massachusetts Mutual Life Insurance Company  
MBIA, Inc.  
Midwest Operating Engineers Pension Trust Fund  
National Credit Union Administration Board  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Orange County Employees Retirement System  
Police and Fire Retirement System of the City of  
Detroit  
Sealink Funding Limited  
Steven And Ruth Mitchell  
Stichting Pensioenfonds ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
Thrivent Financial for Lutherans  
Tiffany Smith  
US Bank  
Wells Fargo & Company  
Wells Fargo Bank N.A  
West Virginia Investment Management Board  
Western & Southern

**Members of the Creditors' Committee**

Allstate Life Insurance Company  
AIG Asset Management (U.S.), LLC  
The Bank of New York Mellon Trust Company,  
N.A.  
Deutsche Bank Trust Company Americas  
Drennen, Rowena L.  
Financial Guaranty Insurance Company  
MBIA Insurance Corporation  
U.S. Bank National Association  
Wilmington Trust, N.A.

**Rule 2004 Motion Parties**

AlixPartners  
Cerberus Capital Management, L.P.  
Cerberus FIM Investors LLC  
Cerberus FIM, LLC  
FIM Holdings LLC  
General Motors Company  
Gibbs & Bruns, LLP  
GMAC Bank  
GMAC Commercial Finance, LLC  
GMAC LLC  
GMAC Mortgage Group, LLC

Houlihan Lokey  
IB Finance Holding Company, LLC  
Kelly Drye & Warren LLP  
Kramer Levin et al  
Moelis & Company  
Morrison & Foerster LLP  
Morrison Cohen LLP  
National Motors Bank FSB  
Ropes & Gray LLP  
White & Case

## Schedule 2

### **Perkins Coie LLP - Current Clients**

5th 3rd bank  
Allstate Life Insurance Company  
Allstate Life Insurance Company of New York,  
Allstate Retirement Plan  
American Home Mortgage  
Banco Popular North America  
Bank of Hawaii  
Bank of New York Mellon  
Bayview Financial Trading Group, L.P.  
BNY Midwest Trust Company  
BNY Mellon  
CenturyLink  
Cerberus Capital Management, L.P.  
Charles Schwab & Co., Inc.  
Comcast  
Comerica Bank  
Deloitte & Touche  
Deutsche Bank Securities, Inc.  
Deutsche Bank Trust Company Americas  
E\*Trade Bank  
Edward D. Jones & Co.  
Federal National Mortgage Association (Fannie Mae)  
Fifth Third Bank  
First National Bank and Trust Company  
Fortress Credit Corp.  
Fortress Investment Group, LLC  
General Motors Company  
GMAC Mortgage Group, LLC  
Goldman, Sachs & Co.  
Green Tree Servicing LLC  
GreenPoint Mortgage Funding, Inc.  
Homecomings Financial, LLC  
Lehman Brothers Holdings Inc.  
Lehman Capital, a division of Lehman Brothers Holdings Inc.  
Level 3 Communications LLC  
LNV Corporation  
LPP Mortgage Ltd.  
Mellon Bank  
Metropolitan Life Insurance Company  
MidFirst Bank  
National Financial Services LLC  
Nationstar Mortgage, LLC  
Ocwen Loan Servicing, LLC  
PNC Bank, N.A.  
PricewaterhouseCoopers  
RBC Capital Markets, LLC  
Redwood Trust, Inc.  
Residential Accredit Loans, Inc.  
Residential Asset Securities Corporation  
Residential Capital, LLC  
Residential Consumer Services of Alabama, LLC  
Residential Consumer Services of Ohio, LLC  
Residential Consumer Services of Texas, LLC  
Residential Consumer Services, LLC

Residential Funding Mortgage Exchange, LLC  
Residential Funding Mortgage Securities I, Inc.  
Residential Funding Mortgage Securities II, Inc.  
RFC Asset Holdings II, LLC  
RFC Construction Funding, LLC  
Saxon Mortgage Funding Corporation  
Select Portfolio Servicing Inc.  
Silver Point Capital, L.P.  
Silver State Financial Services, Inc.  
SN Servicing Corporation  
Sprint  
Suntrust  
Teachers Insurance and Annuity Association of America c/o Northmarq RES  
The Bank of New York Mellon  
The Bank of New York Mellon Trust Company, N.A.  
The Charles Schwab Corporation  
The Irvine Company LLC  
Time Warner Cable  
Tri Counties Bank  
U.S. Bank National Association  
US Bank  
US National Association  
Vanguard Marketing Corporation  
Waste Management  
Wells Fargo Bank, National Association  
Wilmington Trust Company  
Wilmington Trust, N.A.

### **Perkins Coie LLP - Former Clients**

Barclays Capital Inc. /LE  
Deutsche Bank AG, New York  
Deutsche Bank National Trust Company  
Dish Network  
Houlihan Lokey  
HSH Nordbank AG  
Morrison & Foerster LLP  
Pepper Hamilton LLP  
Residential Capital, LLC  
Residential Funding Company, LLC  
State Street Bank and Trust Company  
Sterling Savings Bank  
Verizon  
Wachovia Bank, National Association  
Washington Mutual Bank  
White & Case  
Xcel Energy

### Schedule 3

#### Currently Adverse

5th 3rd bank  
ABN AMRO Mortgage Croup, Inc.  
Aegis Mortgage Corporation  
Aegon USA Realty Advisors  
AIG Asset Management (U.S.), LLC  
AlixPartners  
Alliance Bancorp  
Allstate Insurance Company  
Ally Bank  
Ally Financial Inc.  
Amalgamated Bank of New York  
Ambac  
Ambac Assurance Corp  
American Home Mortgage  
Ameriquest Mortgage Company  
AT&T  
AT&T Mobility  
Atlantic Financial Federal  
Aurora Loan Services Inc.  
Aurora Loan Services LLC  
Banco Popular North America  
Bank of America, N.A.  
Bank of New York Mellon  
Bank of Nova Scotia/CDS  
Bank One, National Association  
Barclays Bank PLC  
Bayview Financial, L.P.  
Berkshire Hathaway Inc.  
BNY Midwest Trust Company  
BNY Mellon  
California Public Employees' Retirement System  
Cenlar FSB  
CenturyLink  
Cerberus Capital Management, L.P.  
Charter One Bank, FSB  
Charter One Bank, N.A.  
Cisco Systems Capital Corporation  
Citibank, N.A.  
Citigroup Global Markets Inc.  
Citigroup Global Markets Realty Corp.  
Citigroup Mortgage Loan Trust Inc.  
CitiMortgage, Inc.  
Comcast  
Comerica Bank  
ComUnity Lending, Incorporated  
Countrywide Bank, N.A.  
Countrywide Home Loans Servicing, LP  
Countrywide Home Loans, Inc.  
Credit Suisse First Boston Mortgage Securities Corp.  
Credit Suisse Securities (USA) LLC  
CSX  
Cuna Mutual Group Mortgage Insurance Company  
Deutsche Bank National Trust Company  
Deutsche Bank Securities, Inc.  
Deutsche Bank Trust Company Americas  
Dish Network  
Dollar Bank, FSB  
E\*Trade Bank  
EMC Mortgage Corporation  
Federal Home Loan Bank of Atlanta  
Federal Home Loan Mortgage Corporation (Freddie Mac)  
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)  
Federal National Mortgage Association (Fannie Mae)  
FGIC  
Fifth Third Bank  
Financial Guaranty Insurance Company  
First Citizens Bank and Trust Company  
First Community Bank N.A.  
First National Bank and Trust Company  
Firstrust Bank  
Fleet National Bank  
Fortress Investment Group, LLC  
FTI Consulting, Inc.  
General Motors Company  
Genesys Conferencing  
GMAC Bank  
GMAC Commercial Finance, LLC  
Goldman, Sachs & Co.  
Greenwich Capital Financial Products, Inc.  
Homecomings Financial, LLC  
Houlihan Lokey  
HSBC Bank USA, National Association  
HSH Nordbank AG  
IMPAC Funding Corporation  
IMPAC Mortgage Holdings, Inc.  
IndyMac Bank, FSB (now OneWest Bank, FSB)  
IndyMac Mortgage Holdings, Inc.  
ING Bank, FSB  
Intercall  
Irwin Union Bank and Trust Company  
J.P. Morgan Securities LLC  
JP Morgan Chase  
JPMorgan Chase Bank, N.A.  
Just Mortgage, Inc.  
KPMG LLP  
Kramer Levin Naftalis & Frankel LLP  
LaSalle Bank National Association  
Level 3 Communications LLC  
Loan Center of California  
Loan Link Financial Services  
Loomis Sayles & Company  
LPP Mortgage Ltd.  
Lydian Private Bank  
M&T Bank  
MB Financial Bank N.A.  
MBIA Insurance Corporation  
MBIA, Inc.  
MediaCom  
Merck Sharp & Dohme Federal Credit Union  
Merrill Lynch Mortgage Investors, Inc.

Merrill Lynch Mortgage Lending, Inc.  
Mesirow Financial Consulting, LLC  
Metlife Bank, N.A.  
Metrocities Mortgage Corp., LLC  
Metropolitan Life Insurance Company  
Moelis & Company LLC  
Morrison & Foerster LLP  
Mortgage Asset Securitization Transactions, Inc.  
Mortgage Asset Securitization Trust  
Nationstar Mortgage, LLC  
NETBANK  
New York Life Insurance Company  
Oppenheimer & Co. Inc.  
Option One Mortgage Corporation  
OptionXpress, Inc  
Paul Financial, LLC  
Paulson & Co. Inc.  
PHH Mortgage  
Pinnacle Capital Mortgage Corporation  
Pinnacle Financial Corporation  
Plaza Home Mortgage, Inc.  
PNC Bank, N.A.  
Police and Fire Retirement System of the City of Detroit  
PricewaterhouseCoopers  
Principal Mutual Life Insurance Company  
Raymond, James & Associates, Inc.  
RBC Capital Markets, LLC  
RBS Citizens, National Association  
Regus Management Group LLC  
Residential Funding Company, LLC  
Secured Bankers Mortgage Company  
Security National  
Security Pacific National Bank  
Sierra Pacific Mortgage, Inc  
Skadden, Arps, Slate, Meagher & Flom LLP  
Sovereign Bank, FSB  
Specialized Loan Servicing LLC  
Sprint  
State of Ohio  
State Street Bank and Trust Company  
Sterling Savings Bank  
Stichting Pensioenfonds ABP  
Stifel, Nicolaus & Company Incorporated  
Suntrust  
Syncora Guarantee Inc.  
TCF National Bank  
Teachers Insurance and Annuity Association of America c/o Northmarq RES  
Terwin Mortgage Trust 2006-6  
The ACE Group  
The Bank of New York Mellon  
The Bank of New York Mellon Trust Company, N.A.  
The Chase Manhattan Bank  
The First Boston Corporation  
The Travelers Indemnity Company  
Thrivent Financial for Lutherans  
Thrivent Financial for Lutherans  
Time Warner Cable

Time Warner Telecom  
U.S. Bank National Association  
UBS Real Estate Securities Inc.  
US Bank  
US Bank Home Mortgage  
US Bank National Association  
Us Bank, N.A.  
US National Association  
Verizon Wireless  
Wachovia Bank, National Association  
Washington Mutual Bank  
Waste Management  
Wells Fargo Bank, National Association  
Western Corporate Federal Credit Union  
Wilmington Trust Company  
Wilmington Trust, N.A.  
Xcel Energy

### **Formerly Adverse**

Allstate Insurance Company  
AT&T  
AT&T Mobility  
Bank of America, National Association  
Bank of Nova Scotia/CDS  
Bank One, Texas N.A.  
Berkshire Hathaway Inc.  
Capstead Mortgage Corporation  
Charles Schwab & Co., Inc.  
Cisco Systems Capital Corporation  
Citizens Bank, N.A.  
Comcast  
Comerica Bank  
Countrywide Bank, N.A.  
Credit Suisse First Boston Mortgage Securities Corp.  
Credit Suisse Securities (USA) LLC  
CSX  
Deutsche Alt-A Securities, Inc.  
Deutsche Bank AG New York Branch  
Deutsche Bank AG, New York  
Deutsche Bank Securities, Inc.  
Deutsche Bank Trust Company Americas  
Dish Network  
Dorsey & Whitney LLP  
Federal Home Loan Mortgage Corporation (Freddie Mac)  
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)  
Federal National Mortgage Association (Fannie Mae)  
Fifth Third Bank  
Financial Security Assurance Inc  
First Citizens Bank and Trust Company  
First Community Bank N.A.  
First Horizon Home Loan Corporation  
First National Bank and Trust Company  
First National Bank of Arizona  
First-Citizens Bank & Trust Company

Fleet National Bank	Time Warner Cable
Fortress Credit Corp.	UBS Financial Services LLC
Franklin Bank, SSB	US Bank
General Motors Company	US Bank National Association
Global Capacity Group Inc.	US National Association
GMAC Bank	Verizon Wireless
Goldman, Sachs & Co.	Wachovia Bank, National Association
Green Tree Servicing LLC	Washington Mutual Bank
Houlihan Lokey	Waste Management
HSBC Bank USA, National Association	Wells Fargo Bank, National Association
IKB Deutsche Industriebank AG	Wilmington Trust Company
IndyMac Bank, FSB (now OneWest Bank, FSB)	Wilmington Trust, N.A.
Intervoice Inc.	Xcel Energy
Ixis Real Estate Capital Inc	
J.P. Morgan Securities LLC	
JP Morgan Chase	
JPMorgan Chase Bank, N.A.	
LaSalle Bank National Association	
Lehman Brothers Holdings, Inc.	
Level 3 Communications LLC	
Liberty Property Limited Partnership	
M&T Bank	
Market Street Mortgage Corporation	
MB Financial Bank N.A.	
Mellon Bank	
Merrill Lynch Mortgage Investors, Inc.	
Metropolitan Life Insurance Company	
Midwest Operating Engineers Pension Trust Fund	
Moelis & Company LLC	
Ocwen Loan Servicing, LLC	
Ohio Savings Bank	
Pepper Hamilton LLP	
Pershing LLC	
Private Capital Group	
Quicken Loans Inc.	
Raymond, James & Associates, Inc.	
RBC Capital Markets, LLC	
RBS Citizens, National Association	
Realty World - Graham/Grubbs and Associates	
Regus Management Group LLC	
Residential Funding Company, LLC	
RFC Construction Funding, LLC	
Saxon Mortgage Funding Corporation	
Security National	
Security Pacific National Bank	
Select Portfolio Servicing Inc.	
Silver Point Capital, L.P.	
Sovereign Bank, FSB	
Sprint	
State Street Bank and Trust Company	
Sterling Savings Bank	
Steven And Ruth Mitchell	
Stifel, Nicolaus & Company Incorporated	
Suntrust	
TD Ameritrade Clearing, Inc.	
The Bank of New York Mellon	
The Bank of New York Mellon Trust Company, N.A.	
The Frost National Bank	
Thrivent Financial for Lutherans	